

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (KJC)

(Jointly Administered)

Objection Deadline: December 23, 2013 at 4:00 p.m.

**FIFTY-SECOND MONTHLY APPLICATION OF SAUL EWING LLP
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

Name of Applicant: Saul Ewing LLP

Authorized to Provide
Professional Services to: The Official Committee of Equity Security Holders

Date of Retention: May 18, 2009 *nunc pro tunc*

Period for which compensation
and reimbursement is sought: October 1, 2013 through October 31, 2013

Amount of fees to be approved
as actual, reasonable and necessary: \$7,245.00¹

Amount of expenses sought as
actual, reasonable and necessary: \$64.52

This is a(n): ___ interim ___ final application. x monthly application.

The total time expended for the preparation of this application will be included in the next interim fee application.

¹ Our original Fee Application was for \$7,338.50 but as per our agreement with the Fee Auditor, we have voluntarily reduced our Applicant fees category by \$93.50 to remain under 5% on a monthly basis.

Prior Monthly Applications:

| <u>Date Filed and Docket No.</u> | <u>Period Covered</u> | <u>Requested Fees/ Expenses</u> | <u>Approved Fees/ Expenses</u> | <u>CNO/Docket No.</u> |
|---|------------------------------|--|---|----------------------------------|
| 9/1/09 23059 | 5/18/09 through 7/31/09 | \$108,445.50/ \$1,156.09 | \$86,756.40 \$1,156.09 | 23322 |
| 9/29/09 23364 | 8/1/09 through 8/31/09 | \$38,437.50/ \$651.48 | \$30,750.00/ \$651.48 | 23547 |
| 10/29/09 23614 | 9/1/09 through 9/30/09 | \$22,354.50 \$86.25 | \$17,883.60 \$86.25 | 23812 |
| 11/30/09 23869 | 10/1/09 through 10/31/09 | \$13,047.00 \$39.44 | \$10,437.60 \$39.44 | 24047 |
| 12/29/09 24066 | 11/1/09 through 11/30/09 | \$27,112.50 \$64.77 | \$21,690.00 \$64.77 | 24167 |
| 1/29/10 24208 | 12/1/09 through 12/31/09 | \$20,043.00 \$842.45 | \$16,034.40 \$842.45 | 24333 |
| 3/1/10 24371 | 1/1/10 through 1/31/10 | \$16,131.00 \$44.90 | \$12,904.48 \$44.90 | 24498 |
| 3/29/10 24517 | 2/1/10 through 2/28/10 | \$14,617.50 \$12.49 | \$11,694.00 \$12.49 | 24645 |
| 4/29/10 24695 | 3/1/10 through 3/31/10 | \$19,198.50 \$1601.38 | \$15,358.80 \$1601.38 | 24823 |
| 5/28/10 24852 | 4/1/10 through 4/30/10 | \$8,928.00 \$23.88 | \$7,142.40 \$23.88 | 24962 |
| 7/9/2010 25056 | 5/1/10 through 5/31/10 | \$8,061.00 \$517.61 | \$6,448.80 \$517.61 | 25148 |
| 7/29/2010 25135 | 6/1/10 through 6/30/10 | \$6,702.00 \$930.06 | \$5,361.60 \$930.06 | 25256 |
| 8/18/10 25238 | 7/1/10 through 7/31/10 | \$10,611.50 \$78.10 | \$8,489.20 \$78.10 | 25400 |

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|--------------------|------------------------------|-------------------------|-------------------------|-------|
| 9/29/10 25494 | 8/1/10 through 8/31/10 | \$12,146.50 \$158.56 | \$9,717.20 \$158.56 | 25629 |
| 11/11/10 257535 | 9/1/10 through 9/30/10 | \$9,865.00 \$175.99 | \$7,892.00 \$175.99 | 25855 |
| 12/1/10 25838 | 10/1/10 through 10/31/10 | \$7,748.50 \$186.48 | \$6,198.80 \$186.48 | 25958 |
| 1/4/11 26008 | 11/1/10 through 11/30/110 | \$8,349.00 \$174.91 | \$6,679.20 \$174.91 | 26125 |
| 1/26/11 26126 | 12/1/10 through 12/31/10 | \$9,467.50 \$136.50 | \$7,574.00 \$136.50 | 26389 |
| 3/1/11 26447 | 1/1/11 through 1/31/11 | \$5,471.00 \$227.01 | \$4,376.80 \$227.01 | 26616 |
| 3/30/11 26665 | 2/1/11 through 2/28/11 | \$16,418.00 \$140.84 | \$13,134.40 \$140.84 | 26665 |
| 5/2/11 26857 | 3/1/11 through 3/31/11 | \$17,325.50 \$172.16 | \$13,860.40 \$172.16 | 26997 |
| 5/31/11 27014 | 4/1/11 through 4/30/11 | \$14,790.00 \$170.71 | \$11,832.00 \$170.71 | 27151 |
| 7/5/11 27214 | 5/1/11 through 5/31/11 | \$15,903.00 \$116.17 | \$12,722.40 \$116.17 | 27325 |
| 8/1/11 27352 | 6/1/11 through 6/30/11 | \$9,849.00 \$167.76 | \$7,879.20 \$167.76 | 27505 |
| 9/2/11 27556 | 7/1/11 through 7/31/11 | \$11,115.00 \$94.44 | \$8,892.00 \$94.44 | 27676 |
| 9/29/11 27688 | 8/1/11 through 5/31/11 | \$10,712.00 \$149.46 | \$8,569.60 \$149.46 | 27802 |
| 10/26/11 27828 | 9/1/11 through 9/30/11 | \$7,943.00 \$115.90 | \$6,354.40 \$115.90 | 27990 |
| 11/29/11 28044 | 10/1/11 through 10/31/11 | \$11,661.00 \$158.62 | \$9,328.80 \$158.62 | 28196 |

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|-------------------|-----------------------------|-------------------------|-------------------------|-------|
| 1/10/12 | 11/1/11 through 11/30/11 | \$10,874.50 \$31.80 | \$8,699.60 \$31.80 | 28487 |
| 2/19/12 28491 | 12/1/11 through 12/31/11 | \$7,475.00 \$92.73 | \$5,980.00 \$92.73 | 28616 |
| 2/29/12 28601 | 1/1/12 through 1/31/2012 | \$9,802.00 \$233.98 | \$7,841.60 \$233.98 | 28703 |
| 3/30/12 28748 | 2/1/12 through 2/29/12 | \$9,516.00 \$102.72 | \$7,612.80 \$102.72 | 28809 |
| 4/30/12 28847 | 3/1/12 through 3/31/12 | \$12,473.50 \$272.84 | \$9,978.80 \$272.84 | 28959 |
| 5/31/12 28998 | 4/1/12 through 4/30/12 | \$8,008.00 \$222.42 | \$6,406.40 \$222.42 | 29116 |
| 6/29/12 | 5/1/12 through 5/31/12 | \$8,274.50 \$72.22 | \$6,619.60 \$72.22 | 29348 |
| 8/9/12 29425 | 6/1/12 through 6/30/12 | \$10,231.00 \$72.22 | \$8,184.50 \$80.07 | 29579 |
| 8/29/12 29524 | 7/1/12 through 7/31/12 | \$11,61.00 \$210.04 | \$9,328.80 \$210.04 | 29649 |
| 9/24/12 29661 | 8/1/12 through 8/31/12 | \$9,574.50 \$64.30 | \$7,659.60 \$64.30 | 29782 |
| 11/5/12 29850 | 9/1/12 through 9/30/12 | \$7,436.00 \$122.07 | \$5,948.80 \$122.07 | 29950 |
| 11/28/12 29554 | 10/1/12 through 10/31/12 | \$8,209.50 \$359.20 | \$6,567.60 \$359.20 | 30071 |
| 1/3/13 30117 | 11/1/12 through 11/30/12 | \$10,146.50 \$264.87 | \$8,117.20 \$264.87 | 30195 |
| 1/28/13 30203 | 12/1/12 through 12/31/12 | \$8,450.00 \$11.10 | \$6,760.00 \$11.10 | 30308 |
| 2/27/13 30328 | 1/1/13 through 1/31/13 | \$15,223.00 \$134.46 | \$12,178.40 \$134.46 | 30421 |

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|-------------------|---------------------------|-------------------------|------------------------|-------------------|
| 3/28/13 30448 | 2/1/13 through 2/28/13 | \$9,074.00 \$138.88 | \$7,259.20 \$138.88 | 30535 4/19/13 |
| 4/29/13 30563 | 3/1/13 through 3/31/13 | \$9,763.00 \$170.96 | \$7,810.40 \$170.96 | 30655 5/22/13 |
| 5/29/13 30680 | 4/1/13 through 4/30/13 | \$10,042.50 \$103.61 | \$8,034.00 \$103.61 | 6/18/13 30749 |
| 6/28/13 30782 | 5/1/13 through 5/31/13 | \$11,056.00 \$414.07 | \$8,845.20 \$414.07 | 7/23/13 30862 |
| 7/29/13 30892 | 6/1/13 through 6/30/13 | \$11,602.50 \$112.44 | \$9,282.00 \$112.44 | 8/22/13 31001 |
| 8/26/13 31014 | 7/1/13 through 7/31/13 | \$8,222.50 \$169.46 | \$6,578.00 \$169.46 | 9/18/13 31141 |
| 9/26/13 31166 | 8/1/13 through 8/31/13 | \$10,978.50 \$169.49 | \$8,782.50 \$170.88 | 10/18/13 31238 |
| 10/29/13 31277 | 9/1/13 through 9/30/13 | \$10,322.00 \$206.88 | \$8,257.60 \$206.88 | 11/20/13 31370 |

**SUMMARY OF TIME FOR BILLING PERIOD
OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

| Name | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|---------------------|----------------------------|---------------------------|---------------------------|
| Teresa K.D. Currier | \$650 | 10.3 | \$6,695.00 |
| Tracy B. Buck | \$195 | 3.3 | \$643.50 |
| TOTAL | | 13.6 | \$7,338.50 |

* The rate is Saul Ewing LLP's regular hourly rate for legal services. All hourly rates are adjusted by Saul Ewing LLP on a periodic basis (the last such adjustment occurred on July 1, 2011 for the Bankruptcy and Restructuring Department).

**SUMMARY OF TIME BY PROJECT CATEGORY FOR BILLING PERIOD
OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

| Project category | Total Hours | Total Fees |
|--|--------------------|-----------------------|
| Case Administration | 10.1 | \$6,565.00 |
| Committee: Creditors', Noteholders' or Equity Holders' | 0.2 | \$130.00 |
| Fee Applications, Applicant | 2.3 | \$355.00 ² |
| Fee Applications, Others | 1.0 | \$195.00 |
| TOTAL | 13.6 | \$7,245.00 |

² As per our agreement with the Fee Auditor, we have voluntarily reduced our Applicant fees category by \$93.50 to remain under 5% on a monthly basis.

**SUMMARY OF EXPENSES BY CATEGORY FOR BILLING PERIOD
AUGUST 1, 2013 THROUGH AUGUST 31, 2013**

| | |
|-----------------|----------------|
| Photocopying | \$12.40 |
| Federal Express | \$52.12 |
| TOTAL | \$64.52 |

SAUL EWING LLP

By: /s/ Teresa K.D. Currier
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(302) 421-6800

*Co-Counsel to the Official Committee of
Equity Security Holders*

Dated: December 3, 2013